

VEDDER PRICE

RECORDATION NO. 21533 FILED

JUL 28 '98

11-10AM

VEDDER, PRICE, KAUFMAN & KAMMHOLZ

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CHICAGO, ILLINOIS 60601-1003

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A PARTNERSHIP INCLUDING VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C.

WITH OFFICES IN CHICAGO AND NEW YORK CITY

July 15, 1998

Surface Transportation Board
U.S. Department of Transportation
Room 704
Attn: Jan Fort
Washington, D.C. 20423

Dear Ms. Fort:

I have enclosed an original and one (1) certified true, complete and identical copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The enclosed document is a Memorandum of Lease Agreement, a primary document, dated as of April 30, 1998 between Newcourt Capital USA, Inc., as lessor ("Lessor") and Commonwealth Edison Company, as lessee ("Lessee"). This Memorandum of Lease Agreement is a summary of, and is subject to the terms of that certain Lease Agreement dated as of April 30, 1998 among Lessor and Lessee.

The names and addresses of the parties to the Lease Agreement are as follows:

Lessor,
as lessor:

Newcourt Capital USA, Inc.
Three First National Plaza
70 W. Madison Street, Suite 5360
Chicago, IL 60602
Attn: Managing Director

Lessee,
as lessee:

Commonwealth Edison Company
Fuel Department
1411 Opus Place, Suite 200
Downers Grove, IL 60515-5701
Attn: Senior Purchasing Specialist

Surface Transportation Board
July 15, 1998
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The following is a description of the equipment covered by the above-referenced Lease Agreement:

Type of Equipment: Aluminum BethGon, Coalporters
Number of each type: One Hundred Twenty (120)
Identifying Marks: CWEX
First and Last Inclusive Numbers: 6236 through 6355, inclusive
Manufacturer: Freight Car Services, Inc.

and any railcars, or interests therein, leased by Borrower after the date of the Lease Agreement.

The equipment is more fully described in the attached Memorandum of Lease Agreement.

A fee of \$26.00 is enclosed. Please return the original and any extra copies not needed by the Surface Transportation Board for recordation to:

Robert C. Hamilton
Vedder, Price, Kaufman & Kammholz
222 North LaSalle Street
Chicago, IL 60601-1003

The following is a short summary of the document to appear in the index:

Primary Document: Memorandum of Lease Agreement dated April 30, 1998 between NewCourt Capital USA, Inc., as lessor whose address is Three First National Plaza, 70 W. Madison Street, Suite 5360, Chicago, Illinois 60602-4208, Attn: Managing Director and Commonwealth Edison, as lessee whose address is Fuel Department, 1411 Opus Place, Suite 200, Downers Grove, IL 60515-5701, Attn: Senior Purchasing Specialist, covering One Hundred Twenty (120) Aluminum BethGon, Coalporter Railcars, manufactured by Freight Car Services, Inc.

If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

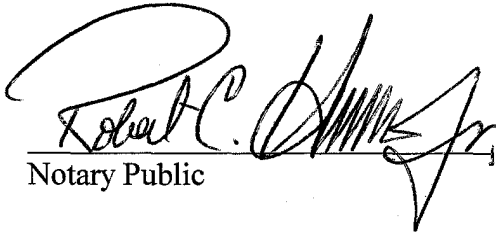


Robert C. Hamilton
Senior Legal Assistant

cc: Geoffrey R. Kass

NOTARY CERTIFICATE

I, Robert C. Hamilton, Jr., a notary public in the state of Illinois, county of Cook, have found the attached copy of Memorandum of Lease Agreement, dated as of April 30, 1998, between Newcourt Capital USA, Inc. and Commonwealth Edison Company to be complete and identical in all respects to the original document.



Notary Public

NOTARIAL SEAL:



My Commission Expires: 6/8/2000

JUL 28 '98

11-10AM

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE, dated as of April 30, 1998, is between Newcourt Capital USA, Inc., a Delaware corporation ("Lessor"), and Commonwealth Edison Company, an Illinois corporation ("Lessee").

1. Lessor hereby leases to Lessee one hundred twenty (120) Aluminum BethGon Coalporter railcars, manufactured by Freight Car Services, Inc., and more fully described in Schedule I hereto (the "Units"). The Lease Term as to a Unit commences on the date set forth in Rider No. 2, executed with respect to such Unit by Lessor and Lessee pursuant to the Lease Agreement dated as of April 30, 1998 between Lessor and Lessee (the "Lease"), and terminates on June 1, 2013 unless earlier terminated pursuant to the provisions of the Lease.

2. Lessee shall pay Rent for the Units as set forth in the Lease.

3. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.

* * *

[Memorandum of Lease]

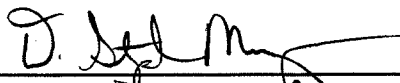
IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed and delivered all as of the date first above written.

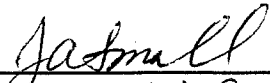
LESSOR:

LESSEE:

NEWCOURT CAPITAL USA, INC.

COMMONWEALTH EDISON
COMPANY

By: 
Printed Name: D. Steven Martin
Title: Managing Director
Dated: May 22, 1998

By: 
Printed Name: J. A. Small
Title: Vice President
Dated: May 22, 1998

STATE OF IL)
) ss
COUNTY OF Cook

On this 22nd day of May, 1998, before me personally appeared D. Stephen Manzi, to me personally known, who being by me duly sworn, says that he is the Managing Director of Newcoet Capital USA, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed on behalf and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert C. Hamilton, Jr.
Notary Public

NOTARIAL SEAL

My Commission Expires: 6/8/2000



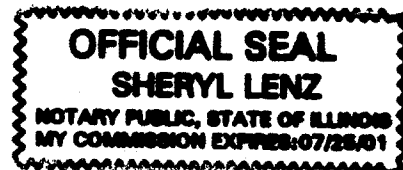
STATE OF IL)
) ss
COUNTY OF DuPage

On this 22nd day of May, 1998, before me personally appeared James A. Small, to me personally known, who being by me duly sworn, says that he is the Vice President of Commonwealth Edison Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sheryl Lenz
Notary Public

NOTARIAL SEAL

My Commission Expires: July 25, 2001



SCHEDULE I

To Memorandum of Lease
Dated as of April 30, 1998 between
Newcourt Capital USA, Inc.
and Commonwealth Edison Company

120 Units of Equipment

One Hundred Twenty (120) newly built and not previously in service, Aluminum BethGon Coalporter cars, manufactured by Freight Car Services, Inc., with the following identifying marks and car numbers:

Reporting Mark

CWEX

Car Numbers

6236 through
6355, inclusive